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Asia Resources Holdings Limited **亞洲資源控股有限公司***

(incorporated in Bermuda with limited liability)

(Stock Code: 899)

TERMINATION OF MAJOR TRANSACTION

Reference is made to the announcements of Asia Resources Holdings Limited (the “**Company**”) dated 13 November 2013 (the “**Announcement**”), 12 December 2013 and 29 January 2014 in relation to a major transaction. Capitalised terms used in this announcement shall have the same meaning as in the Announcement unless otherwise defined.

It was announced in the Announcement that the Purchaser, a wholly-owned subsidiary of the Company, entered into the Share Purchase Agreement with the Vendor and the Guarantors, pursuant to which the Purchaser conditionally agreed to acquire from the Vendor the Sale Shares at a total consideration of RMB246,000,000, which would be satisfied as to (i) RMB80,000,000 by way of refundable deposit within thirty Business Days after the execution of the Share Purchase Agreement; and (ii) RMB166,000,000 by way of cash at Completion.

Pursuant to the Share Purchase Agreement, Completion is subject to the fulfillment of, among others, the Purchaser having completed and satisfied in its absolute discretion with the results of the due diligence investigation on the legal, financial, business and other affairs of the Target Group. During the due diligence investigation, the Group obtained and reviewed the financial information of each member of the Target Group and was not satisfied with the results of the investigation. In the circumstances, the Company decided not to proceed with the proposed Acquisition. On 19 February 2014, the Purchaser gave a written notice to the Vendor and the Guarantors to terminate the Share Purchase Agreement and to demand the refund by the Vendor of the Deposit. Pursuant to the terms of the Share Purchase Agreement, such written notice is deemed to be served on the next following working day. Upon refund

* *For identification purposes only*

of the Deposit, none of the parties to the Share Purchase Agreement shall have any rights or claims whether for loss or damages or other reliefs whatsoever against any of the other parties on any ground.

The Directors are of the view that the termination of the Share Purchase Agreement has no adverse effect to the Company and does not have any impact on the long term development of the Group.

By Order of the Board
Asia Resources Holdings Limited
Chim Kim Lun Ricky
Chairman

Hong Kong, 19 February 2014

As at the date of this announcement, the Board consists of three executive Directors, Mr. Chim Kim Lun Ricky, Mr. Cheung Kai Kwong and Mr. Yeung Yiu Bong Anthony; one non-executive Director, Mr. Tong Leung Sang; and three independent non-executive Directors, Mr. Zhang Xianlin, Mr. Lum Pak Sum and Mr. Kwok Hong Yee Jesse.